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*Proposed Attorneys for Debtor*

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEVADA**

In re:	)	Case No.: 22-14422-nmc
	)	
MUSCLEPHARM CORPORATION,	)	Chapter 11
	)	
	)	
Debtor.	)	Interim Hearing Date: January 13, 2023
	)	Interim Hearing Time: 9:30 a.m.

STATE OF NEVADA       )  
                                  )  
COUNTY OF CLARK     )       ss:

**DECLARATION OF PAUL KARR IN SUPPORT OF DEBTOR'S  
EMERGENCY MOTION FOR ENTRY OF INTERIM AND FINAL  
ORDERS: (I) AUTHORIZING DEBTOR TO OBTAIN  
POST-PETITION FINANCING, (II) GRANTING PRIMING LIENS  
AND ADMINISTRATIVE EXPENSE CLAIMS, (III) AUTHORIZING  
THE DEBTOR'S USE OF CASH COLLATERAL, (IV) MODIFYING  
THE AUTOMATIC STAY, AND (V) GRANTING RELATED RELIEF**

PAUL KARR, being duly sworn, deposes and says:

1. I am over the age of 18, mentally competent and unless otherwise indicated, I have personal knowledge of the facts set forth herein.
2. Prior to executing this Declaration, I reviewed its contents and reviewed documents that I maintain.
3. Except as otherwise indicated herein, the facts set forth in this Declaration are based upon my personal knowledge of my review of relevant documents, information provided to me or verified by my professional advisors, and/or my opinion based upon my experience, and/or my personal knowledge.

1           4. I am a director on the board of directors (the “**Board**”) for MusclePharm  
2 Corporation (the “**Debtor**”), the debtor and debtor-in-possession in the above-captioned Chapter  
3 11 case.

4           5. I make this declaration in support of the Debtor’s Emergency Motion for Entry of  
5 Interim and Final Orders: (I) Authorizing Debtor to Obtain Post-Petition Financing, (II) Granting  
6 Priming Liens and Administrative Expense Claims, (III) Authorizing the Debtor’s Use of Cash  
7 Collateral, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief (the “**DIP**  
8 **Financing Motion**”) (ECF No. 33) and the Debtor’s Supplement to the DIP Financing Motion (the  
9 “**Supplement**”) (ECF No. 89).

10          6. On January 6, 2013, I understand the Court held an interim hearing (the “**First**  
11 **Interim Hearing**”) on the DIP Financing Motion, and on January 9, 2023, this Court entered the  
12 first interim order (the “**First Interim Order**”) approving the DIP Financing Motion on a limited  
13 interim basis. *See* ECF No. 74.

14          7. Subsequent to the First Interim Hearing, the Debtor received revised proposals for  
15 DIP Financing from both Empery Tax Efficient, LP (“**Empery**”) and White Winston Select Asset  
16 Funds, LLC (“**White Winston**”).

17          8. I, as part of my duties as a director for the Debtor, reviewed the DIP Financing  
18 proposals of both Empery and White Winston, and had their contents explained to me by counsel.

19          9. After the negotiations of counsel with both White Winston and Empery, along with  
20 counsel’s consultation with the Official Unsecured Creditors Committee, the Debtor, in the exercise  
21 of its sound reasonable business judgment, chose to seek DIP Financing from Empery pursuant to  
22 the terms set forth in that certain Revised Empery Term Sheet (as defined in the Supplement),  
23 attached to the Supplement as Exhibit 1.

24          10. I, on behalf of the Debtor, believe the terms of the Revised Empery Term Sheet to  
25 be the best available financing terms available to the Debtor under the circumstances and believe  
26 the Debtor seeking approval of such Revised Empery Term Sheet is an exercise of the Debtor’s  
27 sound and reasonable business judgment.  
28

1  
2 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true  
3 and correct.

4 DATED: January 12, 2023

5 /s/ Paul Karr

6 Paul Karr  
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